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Invoice No. 1051957

Task B160 – Fee/Employment Applications

12/21/06	M. Levinson	Review the draft stipulation prepared by C. Pajak replacing the second interim fee application with the final fee application, review the C. Pajak email memorandum re the same and review the brief A. Landis and R. Charles email memoranda re the same (.30); revise the draft stipulation, interlineating changes in Track Changes format (.20); email memorandum to all hands re the same (.10).	0.60	336.00
12/21/06	R. Ragni	Review emails between counsel for the debtors and other committee members regarding the monthly fee statements and the scheduling conflict with the holiday season (.20); review of stipulation sent to the professionals regarding the Second Interim Fee Application (.10).	0.30	117.00
12/22/06	M. Levinson	Review the next draft of the stipulation re the next fee application, as revised by C. Pajak, and review her cover memorandum (.10); review R. Charles and C. Carlyon emails re the same and the revised draft forwarded by C. Carlyon, and respond to all hands re the foregoing (.20); review the next draft, telephone with C. Pajak re the same and send all hands an email authorizing the debtors to sign my name to the stipulation (.20).	0.50	280.00
12/22/06	R. Ragni	Begin to review and analyze the fee application for November for correct billing category and consistency.	0.60	234.00
12/23/06	R. Ragni	Prepare, and review and analyze the pre-bills for submittal in accordance to fee procedure order.	0.70	273.00
12/24/06	R. Ragni	Review, analyze and prepare monthly fee statement for compliance with Fee Procedure Order.	1.60	624.00
12/27/06	M. Levinson	Further attention to Orrick's November billing statement.	0.40	224.00
12/28/06	M. Levinson	Further attention to the November Orrick bill.	0.80	448.00



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12/29/06	M. Levinson	Finalize the November Orrick fee statement and arrange for its transmission to the U.S. Trustee, to estate professionals and to R. Worthen.	0.70	392.00
		<i>B160 – Fee/Employment Applications Total</i>	<i>6.20</i>	<i>2,928.00</i>

Timekeeper Summary	Hours	Rate	Amount
Marc A. Levinson	3.00	560.00	1,680.00
Rachel P. Ragni	3.20	390.00	1,248.00
Total All Timekeepers	6.20	\$472.26	\$2,928.00



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Task B170 – Fee/Employment Objections

12/01/06	L. Ernce	Review U.S. Trustee objection to Orrick's Third Monthly Fee Statement (.10); email memo to J. Hermann re status of information needed to respond to objection (.10); draft and revise letter to A. Landis responding to U.S. Trustee objections and gather enclosures for letter (1.50); email memo to M. Levinson re revised draft letter and next steps (.10).	1.80	837.00
12/21/06	M. Levinson	Review lengthy R. Charles email memorandum re the possible USACM Committee objection to the estates' retention of Beadle McBride, review the exchange of E. Karasik and R. Charles follow-up email memoranda, and review the M. Tucker email in response thereto.	0.20	112.00
12/22/06	M. Levinson	Review a series of email memoranda from M. Pugsley, A. Loraditch and C. Harvick re the debtors' application to employ Beadle McBride as accountants (.20); review a September 21st email memorandum from M. Tucker questioning Mesirow for considering hiring Beadle McBride, review a September 25th email (and attachment) from C. Harvick re the same and forward both emails to A. Loraditch (.20); long telephone conversation with A. Loraditch re objecting to such proposed retention, with J. McPherson for part (.30); follow-up conversation with A. Loraditch, with C. Harvick for large part (.20).	0.90	504.00
12/22/06	J. Hermann	Review and analysis of email correspondence regarding objections to retention of Beadle, McBride firm.	0.20	114.00
12/23/06	M. Levinson	Review HMA Sales documents provided by E. Monson that relate to the possible employment by the estates of Beadle McBride (.20); email memorandum to the Diversified Committee professionals re the same (.20); review responsive email memoranda from M. Tucker, J. Hermann, C. Harvick and A. Loraditch and respond to all hands (.20); draft, revise and finalize email memorandum to T. Allison, A. Jarvis and E. Monson re the same and its impact on the	0.70	392.00



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		estate's application to employ Beadle McBride (.30).		
12/26/06	M. Levinson	Telephone conversation with A. Loraditch re the status of the objection to the employment of Beadle McBride (.10); portion of long telephone conversation with M. Tucker and C. Harvick re the same (.10); voicemail message and email memorandum to A. Jarvis and others re the same (.10); portion of telephone conversation with R. Charles devoted to the same and follow-up email memorandum to R. Charles (.10); review R. Charles email memorandum to J. McPherson re the Beadle McBride employment and follow-up email memorandum to J. McPherson, R. Charles and others (.10); review and revise the draft objection to Beadle McBride's proposed employment prepared by A. Loraditch, and forward to Diversified Committee professionals for their comment (.80); review three M. Tucker follow-up email memoranda (.10); review the next draft of the objection to Beadle McBride's proposed employment, review the draft A. Loraditch and C. Harvick declarations and interlineate comments to the same (.50); email memorandum to A. Loraditch and telephone conversation with A. Loraditch re the same (.20); review the final version of the objection pleadings and the A. Loraditch email memorandum confirming the filing of the same (.20).	2.30	1,288.00
12/26/06	J. Hermann	Review and analysis of multiple emails from USACM committee professionals and Diversified Committee professionals regarding Beadle, McBride employment application and objections to the same (.30); review and analysis of draft of objection to the same (.20).	0.50	285.00



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12/27/06	M. Levinson	Review A. Jarvis email memorandum agreeing not to pursue the employment of Beadle McBride and telephone conversation with A. Loraditch re the same (.10); email memorandum to A. Jarvis and others re removing the application from the January 3rd calendar (.10); review J. McPherson email in which she agrees to withdraw the application and review other follow-up email memoranda (.10).	0.30	168.00
12/28/06	M. Levinson	Telephone conversation with C. Harvick re his conversation today with S. Smith re possibly paying Beadle McBride for services it rendered prior to the filing of the Diversified Committee objection to its employment.	0.20	112.00
12/29/06	M. Levinson	Review the draft stipulation authorizing limited employment by the debtors of Beadle McBride and email M. Tucker and J. Hermann re the same (.20); telephone conversation with M. Tucker re responding to the same (.10); telephone conversation with A. Landis re the same (.10); follow-up conversation with M. Tucker re the same and re next steps with respect to the stipulation (.10).	0.50	280.00
12/31/06	M. Levinson	Re-review the draft Beadle McBride stipulation, and then revise it in Track Changes format (.70); email the same to J. McPherson, R. Charles, A. Landis and others (.10).	0.80	448.00
<i>B170 – Fee/Employment Objections Total</i>			<i>8.40</i>	<i>4,540.00</i>

Timekeeper Summary	Hours	Rate	Amount
Lynn T. Ernce	1.80	465.00	837.00
Jeffery D. Hermann	0.70	570.00	399.00
Marc A. Levinson	5.90	560.00	3,304.00
Total All Timekeepers	8.40	\$540.48	\$4,540.00



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Task B310 – Claims Administration and Objections

12/01/06	M. Levinson	Email memorandum to B. Olson and A. Loraditch re the status of discussions with counsel for certain equity holders who filed proofs of claim (.10); review the omnibus objection to claims filed by Diversified Fund investors (.10).	0.20	112.00
12/04/06	M. Levinson	Review investor email memoranda re offers to purchase claims and interests, and respond to Diversified Committee professionals re the same.	0.10	56.00
12/09/06	M. Levinson	Review R. Charles email memorandum re the D. Bunch claim in the USACM case and possible objection thereto, review A. Jarvis follow-up email memorandum and respond to R. Charles, A. Jarvis and other counsel (.20); exchange follow-up email memoranda with G. Garman re next steps (.10).	0.30	168.00
12/10/06	M. Levinson	Telephone conversation with G. Garman re possible objection to several proofs of claim.	0.20	112.00
12/11/06	M. Levinson	Review data about the D. Bunch claim provided by S. Smith (.10); review two E. Karasik email memoranda re form of objection to claims (.10).	0.20	112.00
12/14/06	R. Ragni	Review email from J. Miller of BMC requesting documents (claim objections) sent in word format for accounting in voting process (.10); review documents on system for location (.10); conference with J. Pulliam regarding responding to J. Miller's email (.10).	0.30	117.00
12/19/06	J. Hermann	Review and analysis of lengthy report of results of 2004 examination of Del Bunch in connection with objection to his claim and his motion for temporary allowance of the same (.30); conference with M. Tucker, C. Harvick and M. Levinson regarding issues in connection with the same (.20).	0.50	285.00



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12/22/06	M. Levinson	Review the objections to the PBGC claim and review related pleadings (.10); review the draft objection of the First Trust Deed Fund Committee to the claims of Diversified Fund holders filed in the FTDF case (.20).	0.30	168.00
12/27/06	J. Hermann	Telephone conference with A. Loraditch regarding arguments to be raised in reply to responses to claim objections and related matters.	0.20	114.00
12/31/06	M. Levinson	Exchange email memoranda with M. Tucker re the proofs of claim for intercompany claims (.10); review the response to the objection to the D. Carson proof of claim (.10).	0.20	112.00
<i>B310 – Claims Administration and Objections Total</i>			<i>2.50</i>	<i>1,356.00</i>

Timekeeper Summary	Hours	Rate	Amount
Jeffery D. Hermann	0.70	570.00	399.00
Marc A. Levinson	1.50	560.00	840.00
Rachel P. Ragni	0.30	390.00	117.00
Total All Timekeepers	2.50	\$542.40	\$1,356.00



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Task B320 – Plan and Disclosure Statement (including Business Plan)

12/01/06	G. Bolding	Further review and revisions to new draft of the post-Effective Date Operating agreement (1.40); meeting with L. Lefever regarding agreement and tax issues (.80); review emails and offering memorandum regarding Diversified Fund (.30).	2.50	1,662.50
12/01/06	E. Lefever	Office conferences with G. Bolding regarding operating agreement and email correspondence on same issues with M. Levinson and Mr. Harvick (.80); revise operating agreement (.80).	1.60	776.00
12/01/06	M. Levinson	Review and analyze this morning's email memorandum from D. Cangelosi to selected investors and counsel (.20); exchange a series of brief follow-up email memoranda with E. Karasik, G. Garman, R. Charles, M. Tucker and others re the same (.20); review the Silver Point emergency motion to obtain competing bids (.20); lengthy voicemail message from C. Karides re the same (.10); participate in a chain of email memoranda re the selection of the USACM Trustee (.10); review lengthy email memorandum from M. Tucker re confirmation issues and timing (.10); review prior email memoranda and documents, forward Diversified Fund Articles to E. Lefever and review her responsive email memorandum (.20); voicemail message from G. Bolding and L. Lefever re tax aspects of the amended operating agreement, short responsive email memorandum to them and voicemail message to them (.20); exchange follow-up email memoranda with G. Bolding and L. Lefever re the same (.10); review L. Lefever email memoranda to C. Harvick requesting information about facts and data in connection with tax-related issues (.10); review draft letters from F. Merola to Compass re bidding issues (.10); review bidder qualification letters, including letters from potential lenders to the bidders (.20); review and analyze lengthy late-night email memorandum from A. Jarvis re her	2.00	1,120.00



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12/01/06	J. Hermann	<p>conversations this afternoon and this evening with D. Cooney and J. Carroll of Silver Point re bid procedures, qualifying overbidders and related matters (.20). Review and analysis of further "informational" communication from Ms. Cangelosi making assertions with respect to DTF (.30); participation in exchange of email correspondence regarding the same with debtor and all committee professionals (.20); review and analysis of emergency pleadings filed by Silver Point (.30); participation in exchange of email correspondence with debtor and committee professionals regarding bidding issues and other auction issues (.30); review and analysis of A. Jarvis email update regarding discussions with bidders (.20).</p>	1.30	741.00
12/02/06	M. Levinson	<p>Review the D. Cangelosi pleading in opposition to the Silver Point sale and review the A. Loraditch email memorandum re the same (.20); review lengthy A. Jarvis email memorandum re her conversations today with one of the potential overbidders, and analysis re next steps in light of the same (.20); portion of long telephone conversation with A. Jarvis devoted to the same (.10); review and analyze the outline of a joint confirmation brief prepared by C. Pajak (.20).</p>	0.70	392.00
12/03/06	M. Levinson	<p>Exchange a series of email memoranda with A. Jarvis re the status of discussions with overbidders and with Silver Point.</p>	0.10	56.00



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12/04/06	M. Levinson	Telephone conversation with D. Cangelosi re plan issues (.20); portion of long telephone conversation with M. Tucker, C. Harvick and J. Hermann re the same (.10); review the order shortening time and scheduling a hearing on the Silver Point motion for a turnover of other bids, and telephone conversation with A. Loraditch re the same (.10); review a series of email memoranda from S. Strong, R. Charles and others re potential language for the USACM website describing the treatment of prepaid interest (.20); telephone conversation with M. Tucker re selecting members of the DTDF Post-Effective Date Committee (.10).	0.70	392.00
12/04/06	J. Hermann	Telephone conference with M. Tucker and M. Levinson regarding plan of reorganization issues (.10); participation in exchange of email correspondence with professionals for debtors and all committees regarding plan of reorganization and confirmation issues (.30).	0.40	228.00
12/05/06	E. Lefever	Revise operating agreement in accordance with tax and distribution comments thereon.	0.90	436.50
12/05/06	M. Levinson	Review last night's lengthy A. Jarvis email memorandum re the status of the discussions with Compass (.20); review the exchange of follow-up email memoranda from S. Strong, C. Pajak, A. Jarvis and others (.10); exchange a series of email memoranda with J. Hermann and M. Tucker re the possible impact of the Compass offer on certain Diversified Fund assets, and review portions of documents in connection with the same (.20); portion of a long telephone conversation with M. Tucker, C. Harvick and J. Hermann devoted to the discussion among all financial advisors earlier today re bid procedures, qualifying bidders, etc. and other plan and sale matters, and during the call review the A. Jarvis email memorandum re the qualification of bidders (.60); review C. Pajak and A. Jarvis email memoranda re allocation of overbids (.10); review S. Freeman email memorandum re the selection of G. Berman to be the USACM liquidating trustee (.10); initial review of the	2.30	1,288.00



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new Compass submissions, including its mark-up of the asset purchase agreement (.20); review the draft response prepared by C. Pajak to the sale opposition pleading filed by counsel for D. Cangelosi (.20); participate in a chain of email memoranda with a number of estate professionals re the same (.10); review the lengthy A. Jarvis email memorandum re the possible impact of former USACM insider P. Hamilton serving as an executive of potential bidder, Consolidated (.10); review a number of follow-up email memoranda from E. Karasik, M. Tucker and others re the same (.10); exchange further email memoranda with C. Pajak during which I authorize her to add my signature to the response to the D. Cangelosi pleading (.10); email memorandum to Diversified Committee professionals re the P. Hamilton revelation and review responses thereto (.10); review the J. Reed email memorandum re tomorrow's all-hands meeting in preparation for the auction and review the agenda for such meeting (.10).

12/05/06 J. Hermann

Review and analysis of proposed all-committee response to objection to auction sale (.40); preparation of proposed revisions to the same (.30); participation in exchange of email correspondence regarding the same with C. Pajak (.20); participation in exchange of email correspondence with all committee professionals and debtor professionals regarding bid qualification issues, developments on auction process, revisions to asset purchase agreements, etc. (.50); review and analysis of revised asset purchase agreements with respect to issues impacting Diversified Fund assets and collection of Diversified Fund loans (.50).

1.90

1,083.00



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12/05/06	J. Hermann	Review and analysis of mark-ups of asset purchase agreement for competing bids in connection with issues relating to ongoing disputes with USACM committee and effect of additional assets being included upon such disputes (.60); participation in conference call with all professionals regarding issues in connection with competing bids with respect to such issues (.30); participation in exchange of email correspondence regarding the same with Diversified Committee professionals regarding concerns in connection with the same (.20)	1.10	627.00
12/06/06	M. Levinson	Lengthy email memorandum to A. Jarvis re the revelation by Consolidated about P. Hamilton's employment (.10); travel to Las Vegas for meetings this afternoon in preparation for tomorrow's auction of certain estate assets, and review documents and email memoranda en route in preparation for such meetings and hearing (2.50); review and participate in a chain of email memoranda with A. Jarvis, E. Karasik, M. Tucker, C. Harvick, J. Hermann and others re the Consolidated proposed bid (.30); telephone conversation with J. Hermann re the same (.10); review the exchange of email memoranda between C. Harvick and E. Lefever re ERISA information relating to the amended operating agreement for Post-Effective Date DTDF (.10); attend lengthy meeting at Gordon & Silver attended by counsel and professional advisors for the debtors and all committees during which we discuss bidders, bid procedures and numerous other issues in preparation for tomorrow's hearings (2.80); business portion of a dinner meeting with R. Charles, D. Walker and T. Burr devoted to a discussion of today's meeting and tomorrow's hearings (.20); two lengthy follow-up email memoranda to Diversified Fund professionals re the foregoing (.30).	6.40	3,584.00



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12/06/06	J. Hermann	Participation in exchange of email correspondence regarding developments on auction process including qualification of bidders, revisions to asset purchase agreements, etc. with debtor professionals and all committee professionals (.40); review and analysis of revised asset purchase agreements with respect to issues impacting Diversified Fund assets and collection of Diversified Fund loans (.90); participation by conference call of all-hands meeting regarding qualification of bidders and whether to entertain offers for additional assets and related issues (1.30 - only portion billed, actual time of 2.30 hours); participation in exchange of email correspondence regarding arguments made at all-hands meeting with counsel for FTDF committee and counsel for debtor, including formulation of responsive arguments (.30).	2.90	1,653.00
12/07/06	E. Lefever	Conference with Nevada counsel regarding the draft operating agreement; review email correspondence in connection therewith (.70); review trust agreements (.80).	1.50	727.50
12/07/06	M. Levinson	Review three A. Jarvis email memoranda re her discussions last night with counsel for Compass and Silver Point, and review C. Carlyon follow-up email memorandum re the same (.20); review and respond to a series of email memoranda from A. Jarvis, B. Fasel and R. Charles re the foregoing and related issues (.20); meetings at the Courthouse with counsel and financial advisors for the debtors and the committees and with bidders and others (.50); attend the morning hearing concerning bid procedures, qualification of one prospective bidder and other matters (2.20); two telephone conversations with E. Lefever re the form of amended operating agreement (.20); portion of meeting at Beckley with R. Worthen and M. Tucker devoted to post-confirmation issues (.10); attend the continued auction sale at the Courthouse and attend many meetings during the recess periods, less time billed to other tasks in this case (4.10); exchange a series of email memoranda with	10.10	5,656.00



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12/07/06	J. Hermann	J. Hermann re the results of today's auction and re next steps (.10); travel from Las Vegas to Sacramento and review the draft amended operating agreement en route (2.50). Participation in exchange of email correspondence with Diversified Fund professionals regarding progress and results of Bankruptcy Court auction and related matters (.40); further review and analysis of draft operating agreement of post-Effective Date DTDF (.30).	0.70	399.00
12/08/06	E. Lefever	Revise operating in preparation for filing in accordance with Nevada counsel and manager comments thereon (2.80); telephone conferences thereon with M. Levinson and Mr. Tucker (.50).	3.30	1,600.50
12/08/06	M. Levinson	Exchange email memoranda with A. Loraditch re service of the plan supplement (.10); telephone conversation with A. Loraditch re the draft plan supplement and disclosure (.20); review and revise the draft plan supplement and disclosure (1.10); telephone conversation with E. Lefever and exchange brief email memoranda with E. Lefever re sending the draft amended operating agreement to the members of the Diversified Committee and re related matters (.10); several brief telephone conversations with and exchanges of email memoranda with A. Loraditch re the revised draft (.20); review and revise the next draft of the plan supplement and disclosure (.60); several brief telephone conversations with A. Loraditch re the same (.20); revise the next version (.60); review and discuss the M. Tucker email memorandum suggesting changes to the draft operating agreement during a very long telephone conversation with L. Lefever, and compose an email memorandum to M. Tucker (.50); follow-up telephone conversation with M. Tucker and L. Lefever re the few remaining open issues, with A. Loraditch for part when we discuss filing and service (.50); review the next draft of the amended operating agreement, and telephone conversation with E. Lefever re	4.90	2,744.00



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		my comments thereto (.20); telephone conversation with A. Loraditch re filing and serving the plan supplement and disclosure and the operating attachment (.10); review E. Lefever and A. Loraditch follow-up email memoranda re additional changes to the operating agreement (.10); attention finalizing the plan supplement (.20); review A. Loraditch email memoranda to parties in interest, including S. Lavigna of the SEC, re the filing of the plan supplement (.10); review R. Charles, C. Pajak and A. Jarvis email memoranda re the filing of the USACM Committee's liquidating trust agreement and re related matters (.10).		
12/08/06	M. Levinson	Review a series of many email memoranda from A. Jarvis, D. Cica, C. Pajak, J. Gordon, M. Kvarda, B. Fasel and D. Waksman (Compass) and others re finalizing the APA and related issues.	0.40	224.00
12/08/06	J. Hermann	Review and analysis of Diversified Committee draft plan supplement and disclosure (.40); review and analysis of revised form of post-Effective Date DTDF operating agreement including preparation of comments to the same (1.20); participation in exchange of email correspondence regarding the same with Diversified Committee professionals (.40); review and analysis of further draft of Diversified Committee draft plan supplement and disclosure (.30); review and analysis of further draft of Compass APA (.40).	2.70	1,539.00
12/08/06	J. Hermann	Telephone conference with M. Levinson regarding results of auction yesterday, his numerous discussions with debtor representatives regarding collection of Diversified Fund loans and related topics.	0.30	171.00



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12/11/06	M. Levinson	<p>Telephone conversation with A. Loraditch re the current ballot tally and re related issues (.10); review the BMC ballot tally through December 11th (.10); portion of telephone conversation with J. Hermann re the same and re next steps (.20); telephone conversation with E. Karasik and J. Hermann re the same and re next steps (.30); review copies of certain ballots forwarded this afternoon by R. Charles (.10); initial review of the USACM Committee plan documents and disclosures (.20); begin reviewing the various parts and inserts of the confirmation brief circulated by S. Strong, C. Pajak and others (.40); review email memoranda concerning the confirmation brief sent by C. Pajak, R. Charles, S. Freeman and others (.10).</p>	1.50	840.00
12/11/06	J. Hermann	<p>Review and analysis of tabulation of voting on plan of reorganization indicating that USACM unsecured creditors voted to reject plan, including review and analysis of individual voting results to determine where rejection votes came from (.30); telephone conference with M. Levinson regarding the same, possibility of soliciting changes in votes, possibility of confirming plan for only FTDF and Diversified Fund and other related issues (.30); telephone conference with E. Karasik and M. Levinson regarding alternatives available for plan confirmation (.30); telephone conference with M. Tucker regarding all of the above and nature of claim of Liberty Bank (.20); participation in conference call with representatives of all committees and representatives of debtors regarding voting, objection to claims, bases for such objections, response to motions to allow claims for voting purposes and other matters (.40); participation in conference call with representatives of all committees and representatives of debtors regarding voting issues, objections to claims, confirmation issues and numerous related issues (.60); review and analysis of objection to plan of reorganization of J. Milanowski, T. Hantges and USAIP,</p>	4.30	2,451.00



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	including consideration and analysis of issues raised therein and manner of responding to the same (.30); review and analysis of objection to plan of reorganization of Debt Acquisition Company of America (.40); initial review and analysis of objection to the plan of reorganization of PBGC (.30); review and analysis of objection to plan of reorganization of Standard Property (.40); review and analysis of later tabulation of voting on plan of reorganization (.20); review and analysis of plan of reorganization, disclosure statement and other file materials in connection with the above (.60).			
12/12/06	M. Levinson	Review the latest plan ballot calculation (.10); participate in a chain of email memoranda with A. Jarvis, C. Carlyon, A. Loraditch and others re the confirmation brief, balloting, responding to objections to the plan and other matters (.20); review email memorandum from J. Miller of BMC re the call from D. Bunch threatening a lawsuit about the ballot calculation (.10); review A. Loraditch email memoranda re today's all-hands call re the foregoing issues and requesting that I send a follow-up email memorandum to all-hands (.10); email memorandum to all hands re confirmation of the plan in light of today's mediation (.20); review R. Charles email memorandum re today's mediation and its possible impact on confirmation (.10); exchange brief follow-up email memoranda with A. Jarvis and with A. Loraditch re the emails about today's mediation (.10).	0.90	504.00



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12/12/06	J. Hermann	Review and analysis of tabulation of votes for and against confirmation (.20); consideration and analysis of implications of possible failure of USACM unsecured creditors to approve plan of reorganization (.30); participation in exchange of email correspondence regarding D. Bunch vote against plan of reorganization and threat of lawsuit (.20); participation in exchange of email correspondence with debtor professionals and Diversified Committee professionals regarding results of today's mediation (.20).	0.90	513.00
12/13/06	E. Lefever	Respond to emails regarding operating agreement; review same and discuss with M. Levinson.	0.70	339.50
12/13/06	M. Levinson	Begin reviewing and interlineating comments to last night's draft of the confirmation brief (.70); review lengthy A. Jarvis email memorandum re additional sections of the confirmation brief (.10); portion of telephone conversation with M. Tucker and J. Hermann devoted to the same (.20); email memorandum to A. Jarvis commenting on an objectionable portion of the draft confirmation brief (.10); review the current plan ballot tabulation (.10); review the draft prepaid interest insert to the confirmation brief prepared and forwarded by G. Garman (.50); telephone conversation with J. Hermann re the same and related matters (.10); portion of long telephone conversation with A. Jarvis and J. Hermann devoted to the confirmation brief and other plan issues (.20); initial review of several objections to confirmation (.30); review a series of S. Strong, R. Charles, C. Carlyon and E. Karasik email memoranda containing comments on the draft reply brief (.20); review the email memorandum from S. Lavigna of the SEC re the proposed amended operating agreement and follow-up email memorandum to E. Lefever re responding to the same (.20); exchange a series of follow-up email memoranda with L. Lefever (.20); telephone conversation with L. Lefever re the same and re next steps	4.30	2,408.00



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12/13/06 J. Hermann	<p>(.10); telephone conversation with J. Hermann re plan and confirmation issues (.20); convert an E. Lefever email memorandum to an email memorandum to S. Lavigna, and revise, finalize and transmit the same (.90); follow-up email memorandum to Diversified Committee professionals re the same (.10); review M. Tucker follow-up email memorandum (.10). Review and analysis of latest draft of brief in support of confirmation (.70); telephone conference with M. Tucker and M. Levinson regarding confirmation issues (.20); review and revision of suggested language dealing with prepaid interest and offset issues (.50); consideration and analysis of objections of Diversified Committee to language as drafted (.20); participation in exchange of email correspondence regarding the same with Diversified Committee professionals (.30); telephone conference with M. Levinson regarding the same and later A. Jarvis regarding Diversified Committee's objections to tact taken in confirmation briefs (.30); review and analysis of objections to confirmation recently received (.80); review and analysis of draft of reply brief with similar issues as to possible objections of Diversified Committee to approach taken (.50); telephone conference with M. Levinson regarding need to rework briefs to avoid Diversified Committee objection and related issues (.20); review and analysis of M. Levinson email regarding issues in connection with post-Effective Date DTDF issues (.30); participation in all-hands call to discuss offset issues and manner of addressing replies to objections to confirmation on offsets (1.30); participation in exchange of email correspondence with professionals for debtors and all committees regarding the above and related confirmation issues (.40).</p>	5.70	3,249.00
12/14/06 E. Lefever	<p>Exchange email memoranda with M. Levinson regarding comments to operating agreement.</p>	0.20	97.00



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12/14/06	M. Levinson	Review and analyze very lengthy M. Tucker email memorandum re strategic and settlement issues relating to the plan, the confirmation brief and the response to objections to the plan (.20); review a number of provisions of the plan in light of such email (.20); draft, revise and finalize a lengthy email in response thereto (.20); review S. Lavigna email memorandum responding to mine of yesterday about the merger provision of the amended operating agreement (.10); email memorandum to E. Lefever and other Diversified Committee professionals re the same (.10); review certain schedules of today's draft of the APA (.30); telephone conversation with B. Fasel re the same (.10); exchange a series of many email memoranda with C. Harvick and B. Fasel re remedying a possible problem with Schedule 2 (.30); long telephone conversation with B. Fasel and J. Hermann re the same, during which I exchange several email memoranda with M. Tucker re the same (.50); review E. Lefever email memorandum in response to mine about S. Lavigna' email (.10); draft revise and finalize an email memorandum to S. Lavigna and forward the same to Diversified Committee professionals (.20); telephone conversation with J. Hermann re prepaid interest and plan issues (.30); portion of telephone conversation with J. Hermann, with A. Jarvis for most, devoted to discussing confirmation issues and the asset purchase agreement (.40); review the proposed agreement to settle the Liberty Bank objection to the plan, exchange email memoranda with J. Hermann re the same and email estate professionals with my agreement to the proposed settlement (.20); begin reviewing and interlineating comments to the USACM Committee brief in support of confirmation (.90).	4.10	2,296.00
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12/14/06	M. Levinson	Review the draft USACM motion re allocation of the Compass overbid proceeds and related documents (.20); exchange a number of brief email memoranda with R. Charles, T. Burr and others re the same (.10).	0.30	168.00
12/14/06	J. Hermann	Review and analysis of further objections to confirmation of plan of reorganization (.80) and formulation of arguments responsive to the same (.30); review and analysis of schedules to Compass APA as they impact upon the Diversified Fund loans not being sold to Compass and questions as to the accuracy of the same (.50); telephone conference with W. Fasel of Mesirow and M. Levinson regarding issues in connection with the same (.50); telephone conference with M. Levinson regarding prepaid interest, offset and other confirmation issues as they relate to current drafts of confirmation briefs (.30); telephone conference with A. Jarvis and M. Levinson regarding the same and necessity of not creating issues that would cause Diversified Committee to voice opposition to arguments advanced by debtors (.40); review and analysis of USACM Committee brief in support of plan of reorganization and highlight objectionable portions thereof (.60); participation in all-hands call with all professionals regarding issues in connection with briefs in support of confirmation (.50); participation in exchange of email correspondence with professionals for debtors and all committees regarding the same (.40); consideration and analysis of additional issues surrounding prepaid interest, offset and recoupment and manner of presenting same to court (.40); further review and analysis of objections with respect to such issues, including review and analysis of legal authorities cited therein (1.80).	6.50	3,705.00



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12/15/06	M. Levinson	<p>Continue reviewing and interlineating comments to the USACM Committee brief in support of confirmation (1.20); join by telephone the portion of the omnibus hearing during which confirmation procedures are discussed (.30); begin reviewing and interlineating comments to the draft confirmation brief (.70); email memorandum to M. Tucker and C. Harvick re my comments (.10); telephone conversation with C. Harvick re his comments to my comments to the USACM Committee brief (.20); further interlineations to the draft brief and then email the same to counsel for debtors and all committees (.20); continue reviewing and interlineating comments to the draft confirmation brief (.20); telephone conversation with J. Hermann re plan and confirmation issues, the draft confirmation brief and other matters (.10); further attention to the draft confirmation brief and numerous email memoranda relating thereto, and email comments to all hands (.80); exchange follow-up email memoranda with C. Carlyon (.10); exchange a series of email memoranda with R. Charles, F. Merola, E. Karasik, C. Carlyon and C. Pajak re the allocation of the Compass overbid (.20); begin reviewing this afternoon's version of the reply brief (.70); telephone conversation M. Tucker, C. Harvick and J. Hermann re the same and re related issues (.20); review the next draft of the USACM Committee brief, compare it to my suggested comments and email all hands re my additional comments (.40); further attention to the draft reply brief and to the two lengthy J. Hermann email memoranda re the new setoff and recoupment language suggested by C. Pajak (.80); telephone conversation with J. Hermann re the same and re next steps (.50); review the next version of the confirmation brief, compare it to the changes I suggested, review the brief follow-up email memoranda from C. Pajak, P. Hunt and R. Charles, and email all hands with my one comment and my consent (.40); exchange follow-up email memoranda with P. Hunt re the same (.10); telephone conversation with</p>	8.40	4,704.00
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12/15/06	J. Hermann	<p>Preparation for Bankruptcy Court status conference on confirmation including review and analysis of recent voluminous email traffic and legal briefs in support of plan of reorganization (.90); participation in Bankruptcy Court status conference on confirmation (.50); telephone conference with M. Levinson regarding confirmation brief issues as they relate to Diversified Fund and other confirmation issues (.20); review and analysis of latest version of reply brief in support of confirmation (.40); telephone conference with M. Tucker, C. Harvick and M. Levinson regarding issues in connection with the same (.20); participation in all-hands conference call regarding confirmation briefs and confirmation issues (.80); review and analysis of further drafts of USACM brief in support of confirmation (.80) and debtor briefs in support of confirmation (.90); preparation of extensive comments to language in both USACM Committee brief and confirmation briefs that would cause Diversified Committee to object if such language were included including consideration and analysis of setoff issues and recoupment issues (1.20); telephone conference with M. Levinson regarding issues in connection with the same (.50); telephone conference with debtor counsel and M. Levinson regarding the same (.20); preparation of revised language for brief that would be acceptable to Diversified Committee (.40); participation in exchange of email correspondence regarding with professionals from debtors and all committees regarding the above (.60).</p>	7.60	4,332.00
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12/16/06	M. Levinson	Initial review of the draft confirmation order and related findings prepared by C. Pajak (.40); review the exchange of email memoranda between A. Jarvis and D. Blatt re the form of asset purchase agreement (.10); begin preparing for the confirmation hearing, including the review of numerous pleadings including the final version of the debtors' confirmation brief and reply to objections memorandum filed late last night (1.20).	1.70	952.00
12/16/06	J. Hermann	Review and analysis of form of confirmation order received from C. Pajak (.40); review and analysis of recent email traffic from all committee professionals and debtor professionals regarding finalization of Compass asset purchase agreement and requested changes to plan of reorganization, among other topics (.80); review and analysis of plan of reorganization, confirmation brief, reply brief and other file materials in preparation for confirmation hearing on Tuesday with particular emphasis on unique issues outstanding between USACM Committee and Diversified Committee that bear upon confirmation (1.60).	2.80	1,596.00
12/17/06	M. Levinson	Review a series of many email memoranda from S. Smith, A. Jarvis, B. Piskun, M. Tucker and D. Blatt re finalizing the APA generally and the schedules thereto in particular.	0.40	224.00
12/17/06	J. Hermann	Participation in exchange of a series emails dealing with finalization of Compass asset purchase agreement and consideration and analysis of effect upon Diversified Fund retained assets given conflicts in certain of the APA schedules.	0.40	228.00



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12/18/06	M. Levinson	<p>Telephone conversation with M. Tucker and J. Hermann in preparation for tonight's meeting and tomorrow's hearing (.30); telephone conversation with E. Karasik in preparation for tonight's meeting and tomorrow's hearing (.50); review the latest ballot tabulation and related documents and email memoranda (.20); travel to Las Vegas and prepare for meetings and tomorrow's conformation hearing en route, including review of draft findings and order (2.50); attend meeting at Gordon & Silver of debtor and committee professionals in preparation for tomorrow (2.30); review next draft of proposed findings and order discussing the same with M. Tucker and drafting and sending an email with our comments to estate professionals (1.30).</p>	7.10	3,976.00
12/18/06	J. Hermann	<p>Telephone conference with M. Tucker and M. Levinson regarding issues in connection with plan confirmation hearing (.30); further review and analysis of plan provisions in dispute with objecting parties (.50); participation in exchange of dozens of emails with professionals for debtors and all committees regarding resolution of objections to plan, changes required to plan, changes to confirmation order and numerous related topics (.90); review and analysis of results of voting and effect upon same of including votes of creditors seeking to have their claims temporarily allowed (.40); review and analysis of proposed findings of fact and conclusions of law and latest version of confirmation order (.60); further review and analysis of various objections to confirmation (.60); participation in exchange of email correspondence to all debtor and committee professionals regarding need to provide for post-confirmation management of USA Realty Advisors and related matters (.20); meeting with M. Tucker and M. Levinson regarding results of all-hands planning and coordination session, likely issues to arise in confirmation hearing, including D. Cangelosi objections to confirmation, and replies to the same (.70).</p>	4.20	2,394.00



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12/18/06	J. Hermann	Travel to Las Vegas for confirmation hearing and related activities (actual time in excess of 6 hours).	2.50	1,425.00
12/19/06	M. Levinson	Conference with M. Tucker and J. Hermann in preparation for today's confirmation hearing (.30); meetings with various counsel and financial advisors before the hearing (.60); attend morning session of confirmation hearing (2.40); business portion of luncheon meeting with M. Tucker, C. Harvick, B. Olson and J. Hermann during which we prepare for the afternoon session (.40); attend afternoon session of confirmation hearing (4.30); conference with M. Tucker, C. Harvick, J. Hermann and B. Olson (for part) re next steps (.40); attend meeting at Gordon & Silver of debtors' and committees' professionals in preparation for tomorrow's continued hearing (1.60); review tonight's version of the proposed findings and order and email memorandum to Diversified Committee professionals re my comments thereto (.60); travel to Sacramento (2.50).	13.10	7,336.00
12/19/06	J. Hermann	Conference with M. Tucker and M. Levinson in preparation for confirmation hearing (.30); meetings with debtor and committee professionals before hearing to coordinate presentation (.60); participation in confirmation hearing (2.40); meeting with B. Olson, C. Harvick, M. Tucker and M. Levinson in preparation for afternoon session of confirmation hearing (.40); participation in further session of confirmation hearing (4.30); meetings with Diversified Committee professionals regarding results of hearing and plans for tomorrow's session (.40); participation in all-hands meeting at Gordon & Silver to coordinate presentation for tomorrow's session and responding to issues raised by Judge Riegle (1.60); review and analysis of latest version of confirmation order received from C. Pajak (.60); meeting with C. Harvick and M. Tucker regarding results of today's hearing and likely issues to arise at tomorrow's hearing (.50).	11.10	6,327.00



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12/20/06	M. Levinson	Review two R. Charles email memoranda re the draft findings and order, focusing on his comments about the turnover of books and data (.10); telephone conversation with M. Tucker re the same and re his and C. Harvick's comments to the draft findings and order (.20); email memorandum to all hands re the Diversified Committee comments to the draft findings and order (.20); attend the continued confirmation hearing by telephone (1.50); long follow-up telephone conversation with M. Tucker re the hearing and re next steps in preparation for the Effective Date (.20); further attention to the next drafts of the findings and order (.30); exchange a series of email memoranda with A. Parlen and C. Pajak re the same and re related matters (.20).	2.70	1,512.00
12/20/06	J. Hermann	Meeting with Mr. Tucker and Mr. Harvick regarding issues for confirmation hearing this morning and numerous related matters (.50); conferences with counsel for debtors and committees regarding further issues likely to arise at continued confirmation hearing (.20); participation in continued confirmation hearing in Bankruptcy Court (1.80); further conference with Mr. Tucker and Mr. Harvick regarding implications of findings by Bankruptcy Court in support of confirmation upon unresolved issues with USACM committee, appeal prospects of objecting parties, timing of entry of confirmation order and other related matters (.60); review and analysis of form of confirmation order (.80); participation in meeting with all committee counsel at Gordon & Silver to finalize form of confirmation order, including multiple telephone conferences with counsel for Compass regarding the same (2.90); participation in exchange of multiple email correspondence among all hands regarding confirmation order issues (.60).	7.40	4,218.00
12/20/06	J. Hermann	Travel from Las Vegas after confirmation hearing and meeting of all committee counsel to finalize confirmation order (actual time in excess of 4 hours).	2.50	1,425.00



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12/21/06	M. Levinson	<p>Review the revised portions of yesterday's draft of the confirmation order and findings (.40); email memorandum to all hands re a proposed change thereto (.10); email memorandum to Diversified Committee professionals re the same and re related matters (.10); review M. Tucker, C. Harvick, A. Jarvis, M. Tucker email memoranda with further comments on the draft findings and order (.30); participate in portion of long all-hands conference call during which counsel for all estate parties and counsel for Compass go over this morning's drafts and comments are discussed (1.30); rejoin the all-hands conference call (.40); follow-up conversation with J. Hermann (.10); review lengthy J. Hermann email memorandum to all hands re several of the changes proposed by Compass (.10); review this afternoon's version of the findings, draft an insert to replace certain language therein and forward to all hands under cover of a lengthy email memorandum (.60); email memorandum to E. Lefever re transitioning to Post-Effective Date DTFD, and exchange brief follow-up email memoranda with E. Lefever (.10); review S. Freeman and E. Karasik email memoranda in response to my proposed insert to the findings, and exchange follow-up email memoranda with E. Karasik (.20); telephone conversation with C. Pajak re the status of the findings and order (.10); review G. Gordon email containing proposed language for certain draft findings (.10); further attention to the draft findings (.20).</p>	4.10	2,296.00
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12/21/06	J. Hermann	<p>Review and analysis of further drafts of proposed findings of fact and conclusions of law and order confirming plan circulated prior to this morning's conference call (.80); review and analysis of proposed changes received from Compass (.60); participation in conference call with debtor professionals, all committee professionals, and representatives of Compass, regarding changes and comments to confirmation order and findings of fact and conclusions of law (2.00); review and analysis of plan of reorganization provisions in connection with the foregoing (.30); participation in exchange of email correspondence with debtor professionals and all committee professionals regarding further drafts of the same and related agreements (.50); extensive analysis of suggested changes of Compass as to ability of direct lenders to dispute amount of loan servicing fees and other changes (.30); preparation of extensive email to debtor professionals and all committee professionals regarding the above and why the same is contrary to the asset purchase agreement and the plan of reorganization and threat such a change poses to confirmation and on appeal (.90); review and analysis of plan of reorganization and asset purchase agreement in connection with the same (.40); review and analysis of further drafts of confirmation order and findings of fact and conclusions of law (.50).</p>	6.30	3,591.00
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12/22/06	M. Levinson	<p>Review last night's draft of the USACM/First Trust disbursing agreement (.20); telephone conversation with C. Pajak re the status of the confirmation order and findings (.10); review a number of C. Pajak, R. Charles and A. Jarvis email memoranda re treatment in the confirmation order of USACM Trust access to books and records (.20); review another long series of email memoranda from G. Garman, A. Jarvis, E. Karasik, R. Charles and T. Burr re the impact of the draft confirmation order on certain issues raised by Compass, including those relating to the LSAs and to books and records (.20); review R. Charles email memorandum re his discussion with Compass counsel re the books and records issue (.10); review C. Pajak email memorandum re Post-Effective Date DTDF access to books and records and review her proposed language re the same (.10); telephone conversation with C. Pajak and M. Tucker re the same and re next steps with respect to the findings and the order, generally (.20); follow-up telephone conversation with M. Tucker (.10); review the J. Chubb objection to the form of order, and review the exchange of follow-up email memoranda between J. Hermann and J. Chubb re her objection (.10); review the draft confirmation order circulated to estate professionals mid-afternoon today by C. Pajak, and review the cover email memorandum re the same (.30); review exchange of email memoranda between E. Karasik and J. Hermann re the J. Chubb objection to the form of order, and review the brief A. Landis email re the same (.10); review the lengthy email memorandum from direct lender R. Ventura objecting to the form of order and findings and to many other case developments (.10); review the notice of the Lender Protection Group to object to the form of confirmation order and findings (.10).</p>	1.90	1,064.00
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12/22/06	J. Hermann	Review and analysis of further drafts of confirmation order and findings of fact and conclusions of law regarding plan of reorganization (.40); participation in exchange of email correspondence with professionals of debtors and all committees regarding the same (.80).	1.20	684.00
12/26/06	M. Levinson	Review lengthy E. Karasik email memorandum re the status of the confirmation order and of the resolution of disputes about the order (.10); review other short email memoranda from estate professionals re the same (.10).	0.20	112.00
12/27/06	M. Levinson	Review lengthy A. Jarvis email memorandum re next steps with respect to the confirmation order and review the brief R. Charles follow-up email memorandum (.20); review follow-up email memoranda from C. Pajak and R. Charles (.10); review the C. Pajak, R. Charles and other email memoranda re the draft findings and confirmation order and brief follow-up email memorandum to all hands (.30); review a chain of many email memoranda from A. Jarvis, E. Karasik, C. Pajak, S. Freeman and others re status of the confirmation order and findings, making additional changes and next steps (.30); review lengthy C. Pajak email memorandum re setting the Effective Date of the plan and the J. Gordon and S. Smith email memoranda re dealing with prior tax returns (.20); review follow-up email memoranda from A. Jarvis, R. Charles, S. Freeman and others re making sure that insiders are not obtaining releases under the plan or confirmation order (.20); review the latest version of the release provisions of the draft confirmation order in light of the exchange of emails (.10).	1.40	784.00



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12/27/06	J. Hermann	Review email from A. Jarvis regarding developments with respect to the confirmation order (.20); review and analysis of follow-up email memoranda from counsel for other committees (.10); review and analysis of C. Pajak, R. Charles and M. Levinson email regarding draft findings and confirmation order (.30); review and analysis of multiple emails from A. Jarvis, E. Karasik, C. Pajak, S. Freeman and others regarding status of the confirmation order and findings, making additional changes and next steps (.30); review lengthy C. Pajak email memorandum re setting the Effective Date of the plan (.10); review and analysis of J. Gordon and S. Smith email memoranda re dealing with prior tax returns (.10); review and analysis of follow-up email memoranda from A. Jarvis, R. Charles, S. Freeman and others regarding insiders not being released under the plan or confirmation order (.20).	1.30	741.00
12/28/06	M. Levinson	Review S. Smith email memorandum re making sure the release provisions of the confirmation order do not release certain persons, review prior emails and documents in light of the same and send a follow-up email memorandum to all hands (.20); review lengthy J. Gordon email memorandum re the position of the Direct Lenders Committee with respect to direct lenders terminating LSAs after the Effective Date (.10); review the exchange of follow-up email memoranda re the same between S. Smith and G. Gordon (.10).	0.40	224.00



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12/29/06	M. Levinson	Review lengthy A. Jarvis email memorandum re the status of the draft confirmation order and findings, including a discussion of new language proposed by Standard Development, and review a series of follow-up email memoranda re the same sent by C. Carlyon, C. Pajak, A. Jarvis and others (.20); review C. Carlyon email memorandum re the status of the transcript of the confirmation hearing and review the C. Pajak, E. Karasik and A. Jarvis responses thereto (.10); review a very long chain of email memoranda from A. Jarvis, E. Karasik, C. Carlyon, J. Gordon and others re timing of the filing of the confirmation order and findings (.20); review A. Jarvis email memorandum re her discussion with Compass about the new Standard Development language and re the other open issues and review her email memorandum covering what she believes is the final version of the order (.10); review S. Freeman follow-up email raising questions about the release provision, the A. Jarvis response thereto and the response by S. Freeman (.10); review lengthy C. Pajak email memorandum re the provision of the new form of order that may not be acceptable to both Compass and the Direct Lenders Committee (.10); review J. Gordon and A. Jarvis responses thereto (.10); review a new series of emails from E. Karasik, R. Charles, A. Jarvis and others re timing of the filing of the order and findings (.10).	1.00	560.00
12/29/06	J. Hermann	Participation in exchange of email correspondence with counsel for all committees and debtors regarding ongoing changes to form of confirmation order and related findings of fact and conclusions of law (.40); review and analysis of such changes to the same (.30).	0.70	399.00
12/30/06	M. Levinson	Review two J. Gordon email memoranda to all hands in which the Direct Lenders Committee disapproves of the order and findings circulated yesterday.	0.10	56.00



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12/31/06	M. Levinson	Review the emailed objections to the proposed confirmation and order sent by D. Kirby, counsel for Debt Acquisition Company of America, and by direct lender, R. Ventura.	0.10	56.00
12/31/06	J. Hermann	Review and analysis of latest form of confirmation order and related findings of fact and conclusions of law (.40); participation in exchange of email correspondence regarding the same with D. Kirby of Debt Acquisition Company (.10); review and analysis of email statements of objection to the same from D. Kirby and R. Ventura (.10).	0.60	342.00

B320 – Plan and Disclosure Statement (including Business Plan) Total 169.30 95,228.50

Timekeeper Summary	Hours	Rate	Amount
Grady M. Bolding	2.50	665.00	1,662.50
Jeffery D. Hermann	77.30	570.00	44,061.00
Elizabeth Harris Lefever	8.20	485.00	3,977.00
Marc A. Levinson	81.30	560.00	45,528.00
Total All Timekeepers	169.30	\$562.48	\$95,228.50



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Task B330 – Plan Implementation

12/05/06	J. Hermann	Telephone conference with R. Castine, loan collection workout officer, regarding possible role in post-effective date loan collections.	0.40	228.00
12/20/06	J. Hermann	Conference with M. Tucker and C. Harvick and Mesirow representatives regarding arrangements for implementation of plan of reorganization, including complications introduced by fact that Compass will apparently not be located at current offices of debtor and related topics.	0.50	285.00
12/22/06	M. Levinson	Long telephone conversation with M. Tucker re post-Effective Date strategies with respect to certain Diversified Fund assets.	0.30	168.00
12/27/06	M. Levinson	Exchange a series of email memoranda with M. Tucker his upcoming meeting with J. Berman, R. Charles and S. Freeman re post-Effective Date governance (.10); telephone conversation with M. Tucker re the same (.10); telephone conversation with S. Freeman, R. Charles, J. Berman, M. Tucker and C. Harvick re post-Effective Date governance, litigation and other matters (.50).	0.70	392.00
12/28/06	M. Levinson	Portion of very long telephone conversation with M. Tucker, C. Harvick and J. Hermann devoted to a discussion of yesterday's meeting with the USACM Trustee and counsel with the USACM Committee and re next steps in formulating a strategy for post-Effective Date litigation.	0.20	112.00
12/28/06	J. Hermann	Portion of telephone conference with M. Tucker, C. Harvick and M. Levinson regarding yesterday's meetings with G. Berman and USACM committee counsel and regarding handling of litigation after effective date of plan of reorganization.	0.20	114.00



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B330 – Plan Implementation Total 2.30 1,299.00

Timekeeper Summary	Hours	Rate	Amount
Jeffery D. Hermann	1.10	570.00	627.00
Marc A. Levinson	1.20	560.00	672.00
Total All Timekeepers	2.30	\$564.78	\$1,299.00



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Task B504 – EPIC Loan

12/01/06	M. Levinson	Portion of long telephone conversation with T. Allison, A. Jarvis, S. Strong, M. Pugsley, M. Tucker, C. Harvick and J. Hermann devoted to collection of the Epic loan (.20); review the A. Jarvis email memorandum re next steps with respect to Epic and the E. Monson email memorandum re the same (.10); review C. Harvick email memorandum to A. Jarvis and others covering and explaining Tree Moss documents and financial data (.10); review prior email memoranda in response to a request made by E. Monson in her email memorandum (.10); follow-up email memorandum to T. Allison, A. Jarvis, S. Strong, E. Monson, M. Tucker, C. Harvick and J. Hermann as a result of such search, and exchange brief follow-up email memoranda with E. Monson (.20).	0.70	392.00
12/01/06	J. Hermann	Portion of conference call with T. Allison, A. Jarvis, S. Strong, M. Tucker, C. Harvick and M. Levinson regarding available legal options with respect to Epic Resorts loan and issues in connection with potential sale of 63 condominium units (.30); portion of follow-up call with M. Tucker, C. Harvick and M. Levinson regarding the same and related matters (.20); review and analysis of A. Jarvis follow-up email regarding the same (.10); review and analysis of available documents bearing upon financial condition of Tree Moss and probable number of creditors (.70).	1.30	741.00
12/02/06	M. Levinson	Portion of telephone conversation with J. Hermann re next steps with respect to Tree Moss and the Epic loan (.10); portion of long telephone conversation with A. Jarvis devoted to status and strategic issues related to Tree Moss and the Epic obligation (.20); lengthy email memorandum to the Diversified Committee professionals re the same (.20).	0.50	280.00



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12/04/06	M. Levinson	Review B. Olson email memorandum and A. Loraditch voicemail message re issues relating to the selection of an interim trustee for Tree Moss (.10); portion of telephone conversation with A. Loraditch devoted to the same (.10); voicemail message to E. Monson and email memorandum to E. Monson, A. Jarvis and others re the same (.10); review the exchange of follow-up email memoranda between J. Hermann and E. Monson, exchange email memoranda with A. Jarvis re the same, and follow-up email memorandum to Diversified Committee professionals (.20).	0.50	280.00
12/04/06	J. Hermann	Participation in exchange of email correspondence regarding selection of possible trustee for Tree Moss (.20); participation in exchange of email correspondence with E. Monson regarding timing of filing of Tree Moss involuntary and motion for interim trustee (.30); review and analysis of first set of pleadings received from E. Monson (.80); preparation of comments and suggested changes to the same (.40).	1.40	798.00
12/05/06	M. Levinson	Join portion of conference call with A. Jarvis, L. Schwartz, J. McPherson and A. Loraditch re trustee candidates in the case of a Tree Moss involuntary (.20); long follow-up conference call with A. Jarvis, L. Schwartz, J. McPherson and A. Loraditch, with B. Olson for part, re trustee candidates in the case of a Tree Moss involuntary (.50); follow-up conference call with A. Loraditch, B. Olson and J. Hermann (.20); telephone conversation with A. Loraditch re her follow-up conversation with L. Schwartz and J. McPherson and telephone conversation with J. Hermann re the same (.10); exchange a series of email memoranda with E. Monson and M. Tucker re next steps in finalizing and filing the pleadings (.10); review the draft involuntary bankruptcy pleadings emailed last night by E. Monson and interlineate comments to the same (.40); long telephone conversation with M. Tucker and J. Hermann (for part) re the same, with	3.10	1,736.00



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		E. Monson and S. Strong for part during which we discuss changes to the drafts (1.60).		
12/05/06	J. Hermann	Further review and analysis of proposed pleadings seeking interim trustee and limitations upon operating authority for Tree Moss involuntary bankruptcy (.30); telephone conference with B. Olson, A. Loraditch and M. Levinson regarding issues in connection with trustee for Tree Moss case (.30); telephone conference with M. Levinson regarding issues in connection with the same (.10); telephone conference with M. Tucker, C. Harvick, M. Levinson, E. Monson (portion) and S. Strong (portion) regarding changes to proposed pleadings, background facts and legal authorities and related matters (1.10).	1.80	1,026.00
12/06/06	M. Levinson	Review lengthy M. Tucker email memorandum re issues relating to a Tree Moss involuntary (.10); review E. Monson, J. Hermann and M. Tucker re the status of the Tree Moss involuntary petition and related pleadings and respond to the Diversified Committee professionals re next steps with respect to the same (.20).	0.30	168.00
12/06/06	J. Hermann	Review and analysis of revised pleadings for involuntary filing against Tree Moss (.70); participation in exchange of email correspondence regarding comments and suggested changes to the same (.30).	1.00	570.00
12/07/06	M. Levinson	Brief conference with S. Strong the filing today of the involuntary against Tree Moss and re next steps (.10); follow-up email memorandum to Diversified Committee professionals re the same (.10); review a chain of email memoranda between E. Monson and J. Hermann re finalizing and filing the involuntary pleadings (.10).	0.30	168.00



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12/07/06	J. Hermann	Participation in exchange of email correspondence with debtor counsel regarding likely filing today of Tree Moss involuntary and related matters (.30); review and revision of pleadings seeking interim trustee (.60); telephone conference with E. Monson regarding issues in connection with the same (.30); participation in exchange of email correspondence with Diversified Committee professionals regarding issues in connection with such filing and likely hearing date for interim trustee motion (.30).	1.50	855.00
12/11/06	M. Levinson	Review and respond to the A. Loraditch email memorandum re the status of filings in the Tree Moss involuntary case (.10); review the order shortening time for the hearing on the motion for the appointment of a gap period trustee and the A. Loraditch email memorandum re the same (.10); review J. Hermann email memorandum re the order shortening time on the hearing for the appointment of a gap trustee (.10); telephone conversation with J. Hermann re the same and re next steps (.10); portion of long telephone conversation with M. Tucker and J. Hermann re the Tree Moss involuntary (.20); portion of very long conference call with A. Jarvis, E. Monson, M. Tucker, A. Loraditch and J. Hermann devoted to the Tree Moss involuntary (.40).	1.00	560.00
12/11/06	J. Hermann	Review and analysis of order setting motion for interim trustee on calendar for Friday (.10); participation in exchange of email correspondence regarding the same with Diversified Committee professionals (.20); further review and analysis of file materials in connection with issues likely to arise at such hearing (.40).	0.70	399.00
12/12/06	M. Levinson	Review J. Hermann email memorandum to E. Monson re transmitting notice of the Tree Moss involuntary filing to the title company handling the condo sales (.10); review lengthy E. Monson responsive email memorandum (.10).	0.20	112.00